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**NASDAQ**

THE NASDAQ STOCK MARKET  
LISTING QUALIFICATIONS DEPARTMENT  
9600 BLACKWELL ROAD  
ROCKVILLE, MD 20850

Gary Sundick  
Vice President  
Listing Qualifications

By Facsimile and First Class Mail

October 29, 2008

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporate Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on October 21, 2008, The Nasdaq Stock Market (the "Exchange") received from Layne Christensen Company (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Preferred Share Purchase Rights

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

cc by facsimile: Aisha Reynolds, Stinson Morrison Hecker LLP

Received SEC

OCT 29 2008

Washington DC 20549

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